## FORM D



### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:							
Estimated averag	e burden						
hours per respons	e 16.00						

SEC USE ONLY							
Prefix .	Serial						
DATE	RECEIVED						
1	Î						

UNIFORM LIMITED OFFE	RING EXEM	PTION L	<u> </u>
Name of Offering ( check if this is an amendment and name has changed, and	indicate change.)		^
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule Type of Filing: Amendment	506 Section 4(6)	U ULOE	PCEIVED CO.
A. BASIC IDENTIFICA	TION DATA	//	Y/6\
1. Enter the information requested about the issuer			SEP / 2007 >
Name of Issuer ( check if this is an amendment and name has changed, and ind	cate change.)	A	
Paducah Senior Living Property, LLC		\	
Address of Executive Offices (Number and Street, Ci	y, State, Zip Code)	Telephone Number	(Including Area Code)
3723 Fairview Industrial Drive SE, Suite 270 Salem, OR 97302		(503) 375-9016	
Address of Principal Business Operations (Number and Street, C	ity, State, Zip Code)	Telephone Numbe	r (Including/Area Code)
(if different from Executive Offices)		[9	PROCESSED
Brief Description of Business	,		
Ownership of senior living facility		3	OCT 0 5 2007
Type of Business Organization  corporation business trust limited partnership, already formed limited partnership, to be formed		lease specify):	THOMSON FINANCIAL Company
Actual or Estimated Date of Incorporation or Organization: Month Year  Actual or Estimated Date of Incorporation or Organization: O 2 0 7  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service CN for Canada; FN for other foreign	Actual Estimabbreviation for State:	nated	<u> </u>
GENERAL INSTRUCTIONS			
Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption 77d(6).	n under Regulation D o	r Section 4(6), 17 CFR	230.501 et seq. or £5 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

## A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ✓ Promoter General and/or Managing Partner Full Name (Last name first, if individual) Harder, Jon M. Business or Residence Address (Number and Street, City, State, Zip Code) 3723 Fairview Industrial Drive SE, Suite 270, Salem, OR 97302 Check Box(es) that Apply: General and/or ✓ Promoter ☐ Director Managing Partner Full Name (Last name first, if individual) Fisher, Darryl E. Business or Residence Address (Number and Street, City, State, Zip Code) 3723 Fairview Industrial Drive SE, Suite 270, Salem, OR 97302 Beneficial Owner Check Box(es) that Apply: Promoter Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter ☐ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Г					В. 11	NFORMAT	ION AŖOU	T OFFERI	NG	<del></del> -			
1.	Has the	issucr sold	l, or does th			ll, to non-a						Yes	No <b>x</b>
2.	What is	the minim	um investn			pted from a		_				\$_100,000.00	
3.	3. Does the offering permit joint ownership of a single unit?										Yes	No <b>E</b>	
4.	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
	•	Last name eek Financ	first, if indi	iviđual)									
_				lumber and	Street, Ci	ty, State, Z	ip Code)						····
			al Dr. SE S		97306			<u> </u>					
Nar	me of Ass	sociated Br	oker or De	aler						·			
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			first, if ind Company,										
			Address (1 e Suite 1,			ity, State, 2	Zip Code)						
			oker or De						<del> </del>				
Sta						to Solicit							
	(Check	"All States	or check	individual	States)	•••••		***************************************	•••••••	•••••••	····	☐ AI	1 States
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	•		first, if ind npany, Inc.	,						Y.			
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## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Ι.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			Amount Already
	Type of Security	Offering Price		
	Debt	<u> </u>	_	\$
	Equity	s	_	<b>\$</b>
	Common Preferred			
	Convertible Securities (including warrants)	\$	_	<b>\$</b>
	Partnership Interests	\$		\$
	Other (Specify undivided fractional interest in real property	\$ 2,737,525.90	)	<u>\$_2,737,525.90</u>
	Total	\$ 2,737,525.90	<u>0</u>	\$ <u>2,737,525.90</u>
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors			\$ 2,732,525.90
	Non-accredited Investors			\$_0.00
	Total (for filings under Rule 504 only)		_	\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
		Type of		Dollar Amount Sold
	Type of Offering	Security		2010
	Rule 505		•	3
	Regulation A			\$
	Rule 504	<del></del>	-	\$
	Total		-	\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees	[		\$
	Printing and Engraving Costs		]	\$
	Legal Fees		7	\$ 25,000.00
	Accounting Fees	_	_	s
	Engineering Fees	_	7	\$ 10,000.00
	Sales Commissions (specify finders' fees separately)	_		\$ 191,626.81
	Other Expenses (identify)		_ ¬	\$
	Total		_ 71	\$ 226,626.81

	C. OFFERING PRICE, NUMBER OF	F INVESTORS, EXPENSES AND USE OF PR	ROCEEDS	
	b. Enter the difference between the aggregate offering price and total expenses furnished in response to Part C — Question proceeds to the issuer."	on 4.a. This difference is the "adjusted gross		\$2,510,899.09
5.	Indicate below the amount of the adjusted gross proceed to each of the purposes shown. If the amount for any purpose the box to the left of the estimate. The total of the pay proceeds to the issuer set forth in response to Part C — C	ose is not known, furnish an estimate and yments listed must equal the adjusted gross		
			Payments to	
			Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		] \$	<b>226,626.81</b>
	Purchase of real estate		] \$	<b>☑</b> \$ <u>2284272.28</u>
	Purchase, rental or leasing and installation of machinery and equipment		<b>}\$</b>	□\$
	Construction or leasing of plant buildings and facilities.	<u> -</u>		_
	Acquisition of other businesses (including the value of so offering that may be used in exchange for the assets or so issuer pursuant to a merger)	ecurities involved in this ecurities of another		
	Repayment of indebtedness	_		
	Working capital	_	_	_
	Other (specify):	<del></del>	=	<del></del>
			]\$	
	Column Totals		<u> \$ 0.00</u>	<b>2.510.899.0</b>
	Total Payments Listed (column totals added)		Z \$ <u>2</u> ,	510,899.09
	<b>D.</b> ]	FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by the unders nature constitutes an undertaking by the issuer to furnish to information furnished by the issuer to any non-accredited	the U.S. Securities and Exchange Commiss	ion, upon writte	le 505, the following n request of its staff,
Iss	uer (Print or Type) Signa	ature D	ate	
Pa	aducah Senior Living Property, LLC	eliga 15	September 27, 2	2007
Na	me of Signer (Print or Type) Title	of Signer (Print of Type)		
Γin	othy M. Dozois Attorn	ney-in-Fact for Paducah Senior Living Pro	perty, LLC	
_				

## - ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No
	provisions of such rule?		K

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Paducah Senior Living Property, LLC	Dukayo	September 27, 2007
Name (Print or Type)	Title (Print or Type)	
Timothy M. Dozois	Attorney-in-Fact for Paducah Senior Liv	ving Property, LLC

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### **APPENDIX** 3 1 2 4 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate Type of investor and explanation of to non-accredited offering price amount purchased in State waiver granted) offered in state investors in State (Part E-Item 1) (Part C-Item 2) (Part C-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited Yes No Yes No Investors Amount **Investors** Amount State ΑL ΑK AZAR undivided × ÇA x 7 \$1,320,000. fractional interest undivided CO X X 2 \$224,000.0· fractional interest CT DE DC FL GA HI ID IL INIA KS ΚY LA ME MD MA MI MN MS

**APPENDIX** 2 3 4 1 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach Type of investor and explanation of to non-accredited offering price offered in state amount purchased in State waiver granted) investors in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited Investors Yes Investors No State Yes No Amount Amount MO MT NE NV NH NJ NM NY NC ND OΗ OK X OR undivided 6 \$793,525.9 × PΑ RI undivided SC × \$400,000.0 X SD TN TXUT VT ٧A WA wv

WI

	APPENDIX										
1		2	3		4						
	to non-a	l to sell accredited as in State d-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			unde (if Type of investor and expanded amount purchased in State wa		under Sta (if yes, explan waiver	lification ate ULOE attach ation of granted) -Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
WY											
PR											

 $\mathcal{END}$